

Board of Governors of the Federal Reserve System

RSSD ID: 1073757



Consolidated Financial Statements for Bank Holding Companies—FR Y-9C

Report at the close of business as of the last calendar day of the quarter

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5(b)).

This report form is to be filed by bank holding companies with total consolidated assets of \$500 million or more. In addition, bank holding companies meeting certain criteria must file this report (FR Y-9C) regardless of size. See page 1 of the general instructions for further

information. However, when such bank holding companies own or control, or are owned or controlled by, other bank holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: Each bank holding company's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Consolidated Financial Statements for Bank Holding Companies. The Consolidated Financial Statements for Bank Holding Companies are to be prepared in accordance with instructions provided by the Federal Reserve System. The Consolidated Financial Statements for Bank Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting bank holding company (or by the individual performing this equivalent function).

I, the undersigned CFO (or equivalent) of the named bank holding company, attest that the Consolidated Financial Statements for Bank Holding Companies (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Date of Report:

June 30, 2009

Month / Date / Year (BHCK 9999)

Printed Name of Chief Financial Officer (or Equivalent) (BHCK C490)

Signature of Chief Financial Officer (or Equivalent)

Date of Signature

BANK OF AMERICA CORPORATION

Legal Title of Bank Holding Company (TEXT 9010)

100 NORTH TRYON STREET

(Mailing Address of the Bank Holding Company) Street / P.O. Box (TEXT 9110)

CHARLOTTE

NC

28255

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

Bank holding companies must maintain in their files a manually signed and attested printout of the data submitted.

Person to whom questions about this report should be directed:

For Federal Reserve Bank Use Only

RSSD ID

C.I.

S.F.

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

Report of Income for Bank Holding Companies

Report all Schedules of the Report of Income on a calendar year-to-date basis.

For Federal Reserve Bank Use Only

RSSD Number _____

S.F. ____

RSSD ID:

1073757

Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands

	BHCK			
1. Interest income				
a. Interest and fee income on loans:				
(1) In domestic offices:				
(a) Loans secured by 1–4 family residential properties	4435	11127521	1.a.(1)(a)	
(b) All other loans secured by real estate	4436	1900678	1.a.(1)(b)	
(c) All other loans	F821	11595211	1.a.(1)(c)	
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059	2414528	1.a.(2)	
b. Income from lease financing receivables	4065	556095	1.b.	
c. Interest income on balances due from depository institutions ¹	4115	354762	1.c.	
d. Interest and dividend income on securities:				
(1) U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B488	166292	1.d.(1)	
(2) Mortgage-backed securities	B489	5139370	1.d.(2)	
(3) All other securities	4060	2138940	1.d.(3)	
e. Interest income from trading assets	4069	4475814	1.e.	
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020	1845140	1.f.	
g. Other interest income	4518	276911	1.g.	
h. Total interest income (sum of items 1.a through 1.g)	4107	41991262	1.h.	
2. Interest expense				
a. Interest on deposits:				
(1) In domestic offices:				
(a) Time deposits of \$100,000 or more	A517	1000176	2.a.(1)(a)	
(b) Time deposits of less than \$100,000	A518	2323086	2.a.(1)(b)	
(c) Other deposits	6761	1009888	2.a.(1)(c)	
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172	291997	2.a.(2)	
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180	2268151	2.b.	
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185	9433849	2.c.	
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397	643232	2.d.	
e. Other interest expense	4398	650819	2.e.	
f. Total interest expense (sum of items 2.a through 2.e)	4073	17621198	2.f.	
3. Net interest income (item 1.h minus item 2.f)	4074	24370064	3.	
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230	26698725	4.	
5. Noninterest income:				
a. Income from fiduciary activities	4070	763057	5.a.	
b. Service charges on deposit accounts in domestic offices	4483	4115511	5.b.	
c. Trading revenue ²	A220	7305718	5.c.	
d. (1) Fees and commissions from securities brokerage	C886	5055984	5.d.(1)	
(2) Investment banking, advisory, and underwriting fees and commissions	C888	2502252	5.d.(2)	
(3) Fees and commissions from annuity sales	C887	137971	5.d.(3)	
(4) Underwriting income from insurance and reinsurance activities	C386	1106712	5.d.(4)	
(5) Income from other insurance activities	C387	243610	5.d.(5)	
e. Venture capital revenue	B491	-4124	5.e.	
f. Net servicing fees	B492	4563366	5.f.	
g. Net securitization income	B493	792495	5.g.	
h. Not applicable				
i. Net gains (losses) on sales of loans and leases	8560	1431428	5.i.	
j. Net gains (losses) on sales of other real estate owned	8561	-24874	5.j.	

1. Includes interest income on time certificates of deposit not held for trading.

2. For bank holding companies required to complete Schedule HI, memoranda item 9, trading revenue reported in Schedule HI, item 5.c must equal the sum of memoranda items 9.a through 9.e.

Schedule HI—Continued

Dollar Amounts in Thousands

	BHCK				
5. k. Net gains (losses) on sales of other assets (excluding securities).....	B496		3649996		5.k.
l. Other noninterest income ³	B497		4703075		5.l.
m. Total noninterest income (sum of items 5.a through 5.l).....	4079		36342177		5.m.
6. a. Realized gains (losses) on held-to-maturity securities.....	3521		-2		6.a.
b. Realized gains (losses) on available-for-sale securities.....	3196		7795316		6.b.
7. Noninterest expense:					
a. Salaries and employee benefits.....	4135		16674017		7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....	4217		3585230		7.b.
c. (1) Goodwill impairment losses.....	C216		0		7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets.....	C232		1036217		7.c.(2)
d. Other noninterest expense ⁴	4092		12742780		7.d.
e. Total noninterest expense (sum of items 7.a through 7.d).....	4093		34038244		7.e.
8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e).....	4301		7770586		8.
9. Applicable income taxes (foreign and domestic).....	4302		283516		9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9).....	4300		7487070		10.
11. Extraordinary items and other adjustments , net of income taxes ⁵	4320		0		11.
12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11).....	G104		7487070		12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)	G103		15888		13.
14. Net income (loss) attributable to bank holding company (item 12 minus item 13)	4340		7471182		14.

3. See Schedule HI, memoranda item 6.

4. See Schedule HI, memoranda item 7.

5. Describe on Schedule HI, memoranda item 8.

MEMORANDA

Dollar Amounts in Thousands

	BHCK				
1. Net interest income (item 3 above) on a fully taxable equivalent basis.....	4519		25500806		M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis.....	4592		8404004		M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule HI, items 1.a and 1.b, above).....	4313		165896		M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule HI, item 1.d.(3), above).....	4507		237697		M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....	BHCK		Number		
	4150		282408		M.5.
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.l):					
a. Income and fees from the printing and sale of checks.....	C013		0		M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance.....	C014		322657		M.6.b.
c. Income and fees from automated teller machines (ATMs).....	C016		0		M.6.c.
d. Rent and other income from other real estate owned.....	4042		0		M.6.d.
e. Safe deposit box rent.....	C015		0		M.6.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option.....	F229		-2270679		M.6.f.

Schedule HI—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands				BHCK				
6. g.	Bank card and credit card interchange fees.....			F555		2018833		M.6.g.
	TEXT OPERATING LEASES							
h.	8562			8562		568206		M.6.h.
	TEXT							
i.	8563			8563		0		M.6.i.
	TEXT CREDIT CARD FEE INCOME							
j.	8564			8564		340830		M.6.j.
7.	Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than \$25,000 that exceed 3% of the sum of Schedule HI, item 7.d):							
a.	Data processing expenses.....			C017		1269139		M.7.a.
b.	Advertising and marketing expenses.....			0497		1019635		M.7.b.
c.	Directors' fees.....			4136		0		M.7.c.
d.	Printing, stationery, and supplies.....			C018		0		M.7.d.
e.	Postage.....			8403		506607		M.7.e.
f.	Legal fees and expenses.....			4141		419443		M.7.f.
g.	FDIC deposit insurance assessments.....			4146				M.7.g.
h.	Accounting and auditing expenses.....			F556		0		M.7.h.
i.	Consulting and advisory expenses.....			F557		401209		M.7.i.
j.	Automated teller machine (ATM) and interchange expenses.....			F558		0		M.7.j.
k.	Telecommunications expenses.....			F559		672260		M.7.k.
	TEXT NON CREDIT LOSSES AND RECOVERIES							
l.	8565			8565		685232		M.7.l.
	TEXT							
m.	8566			8566		0		M.7.m.
	TEXT MERGER AND ACQUISITION EXPENSES							
n.	8567			8567		1594343		M.7.n.
8.	Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):							
	TEXT							
a. (1)	3571			3571		0		M.8.a.(1)
(2)	Applicable income tax effect.....	BHCK	3572			0		M.8.a.(2)
	TEXT							
b. (1)	3573			3573		0		M.8.b.(1)
(2)	Applicable income tax effect.....	BHCK	3574			0		M.8.b.(2)
	TEXT							
c. (1)	3575			3575		0		M.8.c.(1)
(2)	Applicable income tax effect.....	BHCK	3576			0		M.8.c.(2)
9.	Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.) (To be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year):							
a.	Interest rate exposures.....			8757		4248211		M.9.a.
b.	Foreign exchange exposures.....			8758		382417		M.9.b.
c.	Equity security and index exposures.....			8759		1165353		M.9.c.
d.	Commodity and other exposures.....			8760		629845		M.9.d.
e.	Credit exposures.....			F186		879892		M.9.e.
10.	Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:							
a.	Net gains (losses) on credit derivatives held for trading.....			C889		24		M.10.a.
b.	Net gains (losses) on credit derivatives held for purposes other than trading.....			C890		-820735		M.10.b.

Schedule HI—Continued

MEMORANDA—Continued

	Dollar Amounts in Thousands			BHCK			
11. Credit losses on derivatives (see instructions).....	A251		1677360				M.11.
Memorandum item 12.a is to be completed by bank holding companies with \$1 billion or more in total assets.¹							
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices).....	8431		652612				M.12.a.
b. (1) Premiums on insurance related to the extension of credit	C242		1106595				M.12.b.(1)
(2) All other insurance premiums	C243		117				M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities	B983		894943				M.12.c.
13. Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for yes; enter "0" for no).....				BHCK			
				A530		0	M.13.

	Dollar Amounts in Thousands			BHCK			
Memorandum item 14 is to be completed by bank holding companies that have elected to account for assets and liabilities under a fair value option.							
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:							
a. Net gains (losses) on assets	F551		40038				M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk.....	F552		204762				M.14.a.(1)
b. Net gains (losses) on liabilities	F553		-2178286				M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	F554		-636317				M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method.....	C409		490492				M.15.

Memorandum item 16 is to be completed by bank holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.

	Year-to-date			BHCK			
16. Noncash income from negative amortization on closed-end loans secured by 1–4 family residential properties (included in Schedule HI, item 1.a.(1)(a))	F228		2652				M.16.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2008.

Schedule HI-A—Changes in Bank Holding Company Equity Capital

Dollar Amounts in Thousands

	BHCK				
1. Total bank holding company equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217		177051777		1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles.....	B507		70829		2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508		177122606		3.
	bhct				
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14).....	4340		7471182		4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK				
a. Sale of perpetual preferred stock, gross	3577		26800000		5.a.
b. Conversion or retirement of perpetual preferred stock.....	3578		-14797000		5.b.
6. Sale of common stock:					
a. Sale of common stock, gross	3579		16668420		6.a.
b. Conversion or retirement of common stock.....	3580		14984656		6.b.
7. Sale of treasury stock.....	4782		0		7.
8. LESS: Purchase of treasury stock	4783		0		8.
9. Changes incident to business combinations, net.....	4356		29109241		9.
10. LESS: Cash dividends declared on preferred stock.....	4598		2233962		10.
11. LESS: Cash dividends declared on common stock	4460		150385		11.
12. Other comprehensive income ¹	B511		-401930		12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company	4591		0		13.
14. Other adjustments to equity capital (not included above)	3581		579593		14.
	bhct				
15. Total bank holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC)	3210		255152421		15.

1. Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and pension and other postretirement plan related changes other than net periodic benefit cost.

Schedule HI-B—Charge-Offs and Recoveries on Loans and Leases and Changes in Allowance for Loan and Lease Losses

Dollar Amounts in Thousands	(Column A) Charge-offs ¹				(Column B) Recoveries			
	BHCK				BHCK			
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)								
1. Loans secured by real estate:								
a. Construction, land development, and other land loans in domestic offices:								
(1) 1–4 family residential construction loans	C891		467075		C892		3320	1.a.(1)
(2) Other construction loans and all land development and other land loans	C893		625189		C894		3221	1.a.(2)
b. Secured by farmland in domestic offices.....	3584		0		3585		0	1.b.
c. Secured by 1–4 family residential properties in domestic offices:								
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....	5411		2728275		5412		57648	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:								
(a) Secured by first liens	C234		1655531		C217		28609	1.c.(2)(a)
(b) Secured by junior liens	C235		1085518		C218		16198	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3588		0		3589		0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:								
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895		0		C896		0	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	C897		0		C898		0	1.e.(2)
f. In foreign offices	B512		30		B513		35	1.f.
2. Loans to depository institutions and acceptances of other banks:								
a. To U.S. banks and other U.S. depository institutions	4653		0		4663		0	2.a.
b. To foreign banks	4654		0		4664		0	2.b.
3. Loans to finance agricultural production and other loans to farmers	4655		0		4665		0	3.
4. Commercial and industrial loans:								
a. To U.S. addressees (domicile)	4645		2224025		4617		65116	4.a.
b. To non-U.S. addressees (domicile)	4646		234475		4618		9219	4.b.
5. Loans to individuals for household, family, and other personal expenditures:								
a. Credit cards	B514		3813120		B515		136827	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	B516		3236526		B517		490323	5.b.
6. Loans to foreign governments and official institutions	4643		14		4627		14	6.
7. All other loans	4644		294995		4628		22053	7.
8. Lease financing receivables:								
a. Leases to individuals for household, family, and other personal expenditures.....	F185		0		F187		42	8.a.
b. All other leases	C880		118048		F188		6732	8.b.
9. Total (sum of items 1 through 8).....	4635		16482821		4605		839357	9.

1. Include write-downs arising from transfers to a held-for-sale account.

Schedule HI-B—Continued

MEMORANDA

MEMORANDA

	(Column A) Charge-offs ¹				(Column B) Recoveries			
	Calendar year-to-date							
Dollar Amounts in Thousands	BHCK				BHCK			
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above	5409			0	5410			0
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above).....	4652			30	4662			35

M.1.

M.2.

Memorandum item 3 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

	BHCK				
3. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)	C388		912036		M.3.

Dollar Amounts in Thousands				BHCK			
II. Changes in allowance for loan and lease losses							
1. Balance most recently reported at end of previous year (i.e., after adjustments from amended Reports of Income).....	B522			23071345			1.
	bhct						
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	4605			839357			2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4).....	BHCK						
	C079			16482821			3.
4. Less: Write-downs arising from transfers of loans to a held-for-sale account	5523			0			4.
	bhct						
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	4230			26698725			5.
	BHCK						
6. Adjustments (see instructions for this schedule).....	C233			-341733			6.
	bhct						
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c)	3123			33784873			7.

1. Include write-downs arising from transfers to a held-for-sale account.

Schedule HI-B—Continued

MEMORANDA

	Dollar Amounts in Thousands			BHCK				
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7.....	C435			0				M.1.
<i>Memoranda items 2 and 3 are to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>								
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges.....	C389			0				M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7).....	C390			544264				M.3.
<i>Memorandum item 4 is to be completed by all bank holding companies.</i>								
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)	C781			2458056				M.4.

Notes to the Income Statement—Predecessor Financial Items

For bank holding companies involved in a business combination(s) during the quarter, provide on the lines below income statement information for any acquired company(ies) with aggregated assets of \$10 billion or more or 5 percent of the reporting bank holding company's total consolidated assets as of the previous quarter-end, whichever is less. Information should be reported year-to-date of acquisition.

	Dollar Amount in Thousands			BHBC				
1. Total interest income	4107			0				1.
a. Interest income on loans and leases.....	4094			0				1.a.
b. Interest income on investment securities	4218			0				1.b.
2. Total interest expense	4073			0				2.
a. Interest expense on deposits	4421			0				2.a.
3. Net interest income	4074			0				3.
4. Provision for loan and lease losses.....	4230			0				4.
5. Total noninterest income	4079			0				5.
a. Income from fiduciary activities	4070			0				5.a.
b. Trading revenue	A220			0				5.b.
c. Investment banking, advisory, brokerage, and underwriting fees and commissions.....	B490			0				5.c.
d. Venture capital revenue.....	B491			0				5.d.
e. Net securitization income	B493			0				5.e.
f. Insurance commissions and fees.....	B494			0				5.f.
6. Realized gains (losses) on held-to-maturity and available-for-sale securities	4091			0				6.
7. Total noninterest expense	4093			0				7.
a. Salaries and employee benefits	4135			0				7.a.
b. Goodwill impairment losses.....	C216			0				7.b.
8. Income (loss) before taxes, extraordinary items, and other adjustments.....	4301			0				8.
9. Applicable income taxes	4302			0				9.
10. Noncontrolling (minority) interest	4484			0				10.
11. Extraordinary items, net of applicable income taxes and noncontrolling (minority) interest.....	4320			0				11.
12. Net income (loss)	4340			0				12.
13. Cash dividends declared.....	4475			0				13.
14. Net charge-offs.....	6061			0				14.
15. Net interest income (item 3 above) on a fully taxable equivalent basis	4519			0				15.

Notes to the Income Statement—Other

Enter in the lines provided below any additional information on specific line items on the income statement or to its schedules that the bank holding company wishes to explain, that has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). *Exclude* any transactions that have been separately disclosed under the reporting requirements specified in memoranda items 6 through 8 to Schedule HI, the Consolidated Income Statement.

Also include any transactions which previously would have appeared as footnotes to Schedules HI through HI-B.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A bank holding company has received \$1.35 million of back interest on loans and leases that are currently in nonaccrual status. The holding company's interest income for the quarter shows that increase which has been disclosed in the report to the stockholders and to the SEC. Enter on the line item below the following information:

TEXT	BHCK			
0000 Sch. HI, item 1.a(1), Recognition of interest payments on nonaccrual loans to XYZ country				
	0000		1	350

Notes to the Income Statement—Other

	TEXT	Dollar Amount in Thousands	BHCK			
1.	Cumulative effect of the initial application of FSP FAS 115-2 on other-than-temporary impairment					
			G894			0
2.	5352					
			5352			0
3.	5353					
			5353			373970
4.	5354 SCHEDULE HI.M.6.L, BANKERS ACCEPTANCES & LETTER OF CREDIT FEES					
			5354			138022
5.	5355 EQUITY INVESTMENT GAINS } LOSSES					
			5355			0
6.	B042					
			B042			0
7.	B043					
			B043			0
8.	B044					
			B044			0
9.	B045					
			B045			0
10.	B046					
			B046			0

Notes to the Income Statement—Other, Continued

	TEXT	Dollar Amount in Thousands	BHCK			
11.	B047					
			B047		0	11.
12.	B048					
			B048		0	12.
13.	B049					
			B049		0	13.
14.	B050					
			B050		0	14.
15.	B051					
			B051		0	15.
16.	B052					
			B052		0	16.
17.	B053					
			B053		0	17.
18.	B054					
			B054		0	18.
19.	B055					
			B055		0	19.
20.	B056					
			B056		0	20.

Name of Bank Holding Company _____

Consolidated Financial Statements for Bank Holding Companies

Report at the close of business 20090630

Schedule HC—Consolidated Balance Sheet

Dollar Amounts in Thousands				BHCK			
ASSETS							
1. Cash and balances due from depository institutions:							
a. Noninterest-bearing balances and currency and coin ¹	0081		37282966				1.a.
b. Interest-bearing balances: ²							
(1) In U.S. offices.....	0395		109714200				1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	0397		16043031				1.b.(2)
2. Securities:							
a. Held-to-maturity securities (from Schedule HC-B, column A)	1754		9717619				2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)	1773		267303719				2.b.
3. Federal funds sold and securities purchased under agreements to resell:							
a. Federal funds sold in domestic offices	BHDM	B987	89614				3.a.
b. Securities purchased under agreements to resell ³	BHCK	B989	195953251				3.b.
4. Loans and lease financing receivables:							
a. Loans and leases held for sale.....	5369		50994422				4.a.
b. Loans and leases, net of unearned income	B528		950378504				4.b.
c. LESS: Allowance for loan and lease losses	3123		33784873				4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)	B529		916593631				4.d.
5. Trading assets (from Schedule HC-D)	3545		276772556				5.
6. Premises and fixed assets (including capitalized leases)	2145		15667457				6.
7. Other real estate owned (from Schedule HC-M)	2150		1830804				7.
8. Investments in unconsolidated subsidiaries and associated companies	2130		19495006				8.
9. Direct and indirect investments in real estate ventures	3656		7276273				9.
10. Intangible assets:							
a. Goodwill.....	3163		86245543				10.a.
b. Other intangible assets (from Schedule HC-M)	0426		32101711				10.b.
11. Other assets (from Schedule HC-F)	2160		212977871				11.
12. Total assets (sum of items 1 through 11)	2170		2256059674				12.

1. Includes cash items in process of collection and unposted debits.

2. Includes time certificates of deposit not held for trading.

3. Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

Schedule HC—Continued

Dollar Amounts in Thousands

	BHDM			
LIABILITIES				
13. Deposits:				
a. In domestic offices (from Schedule HC-E):				
(1) Noninterest-bearing ¹	6631		243411964	13.a.(1)
(2) Interest-bearing	6636		657577168	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:	BHFN			
(1) Noninterest-bearing	6631		4649853	13.b.(1)
(2) Interest-bearing	6636		66562444	13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:	BHDM			
a. Federal funds purchased in domestic offices ²	B993		1539242	14.a.
b. Securities sold under agreements to repurchase ³	B995		262100231	14.b.
15. Trading liabilities (from Schedule HC-D)	3548		100520982	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	3190		468237925	16.
17. Not applicable				
18. Not applicable				
19. a. Subordinated notes and debentures ⁴	4062		49312755	19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	C699		25814787	19.b.
20. Other liabilities (from Schedule HC-G)	2750		120728513	20.
21. Total liabilities (sum of items 13 through 20)	2948		2000455864	21.
22. Not applicable				
EQUITY CAPITAL				
Bank Holding Company Equity Capital				
23. Perpetual preferred stock and related surplus	3283		58660274	23.
24. Common stock (par value)	3230		86515	24.
25. Surplus (exclude all surplus related to preferred stock)	3240		128630515	25.
26. a. Retained earnings	3247		79210236	26.a.
b. Accumulated other comprehensive income ⁵	B530		-11226965	26.b.
c. Other equity capital components ⁶	A130		-208154	26.c.
27. a. Total bank holding company equity capital (sum of items 23 through 26.c)	3210		255152421	27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries	3000		451389	27.b.
28. Total equity capital (sum of items 27.a and 27.b)	G105		255603810	28.
29. Total liabilities and equity capital (sum of items 21 and 28)	3300		2256059674	29.

1. Includes total demand deposits and noninterest-bearing time and savings deposits.

2. Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."

3. Includes all securities repurchase agreements in domestic and foreign offices regardless of maturity.

4. Includes limited-life preferred stock and related surplus.

5. Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.

6. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

RSSD ID:
1073757

Schedule HC—Continued

MEMORANDA (to be completed annually by bank holding companies for the December 31 report date)

BHCK	
C884	

1. Has the bank holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for yes, enter "0" for no) M.1.
2. If response to Memoranda item 1 is yes, indicate below the name and address of the bank holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner.⁷

a. _____
(1) Name of External Auditing Firm (TEXT C703)

(2) City (TEXT C708)

(3) State Abbrev. (TEXT C714)

(4) Zip Code (TEXT C715)

b. _____
(1) Name of Engagement Partner (TEXT C704)

(2) E-mail Address (TEXT C705)

7. The Federal Reserve regards information submitted in response to Memorandum item 2.b as confidential.

Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale									
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value					
	BHCK				BHCK				BHCK				BHCK					
1. U.S. Treasury securities	0211			0	0213			0	1286			10901484	1287			11090610	1.	
2. U.S. government agency obligations (exclude mortgage-backed securities):																		
a. Issued by U.S. government agencies ¹	1289			0	1290			0	1291			3384454	1293			3554501	2.a.	
b. Issued by U.S. government-sponsored agencies ²	1294			0	1295			0	1297			276660	1298			289567	2.b.	
3. Securities issued by states and political subdivisions in the U.S. .	8496			247283	8497			247283	8498			13694496	8499			13172481	3.	
4. Mortgage-backed securities (MBS)																		
a. Residential pass-through securities:																		
(1) Guaranteed by GNMA	G300			0	G301			0	G302			23519897	G303			24053654	4.a.(1)	
(2) Issued by FNMA and FHLMC	G304			0	G305			0	G306			111887236	G307			113473024	4.a.(2)	
(3) Other pass-through securities.....	G308			9928	G309			9928	G310			368	G311			357	4.a.(3)	
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																		
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA.....	G312			0	G313			0	G314			17560132	G315			17848403	4.b.(1)	
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA.....	G316			0	G317			0	G318			0	G319			0	4.b.(2)	
(3) All other residential mortgage-backed securities	G320			0	G321			0	G322			34777057	G323			28520014	4.b.(3)	
c. Commercial MBS:																		
(1) Commercial pass-through securities	G324			0	G325			0	G326			4888765	G327			4803960	4.c.(1)	
(2) Other commercial MBS	G328			0	G329			0	G330			6439468	G331			8215520	4.c.(2)	
5. Asset-backed securities and structured financial products:																		
a. Asset-backed Securities (ABS)	C026			9385408	C988			7509959	C989			19910633	C027			19652248	5.a.	
b. Structured financial products:																		
(1) Cash	G336			0	G337			0	G338			2332693	G339			2252502	5.b.(1)	
(2) Synthetic	G340			0	G341			0	G342			38350	G343			34360	5.b.(2)	
(3) Hybrid	G344			0	G345			0	G346			9530	G347			9080	5.b.(3)	
6. Other debt securities:																		
a. Other domestic debt securities.....	1737			0	1738			0	1739			5537767	1741			5235636	6.a.	
b. Foreign debt securities.....	1742			75000	1743			75000	1744			4233598	1746			2920198	6.b.	
7. Investments in mutual funds and other equity securities with readily determinable fair values									A510			11697972	A511			12177604	7.	
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)	bhct												bhct					8.
	1754			9717619	1771			7842170	1772			271090560	1773			267303719		

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.

2. Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

Schedule HC-B—Continued

MEMORANDA

Dollar Amounts in Thousands				BHCK			
1. Pledged securities ¹	0416		121309474				M.1.
2. Remaining maturity or next repricing date of debt securities ^{2,3} (Schedule HC-B, items 1 through 6.b in columns A and D above):							
a. 1 year and less	0383		39788357				M.2.a.
b. Over 1 year to 5 years	0384		21496252				M.2.b.
c. Over 5 years	0387		203444651				M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer).....	1778		0				M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):							
a. Amortized cost.....	8782		11943565				M.4.a.
b. Fair value	8783		11719018				M.4.b.

Dollar Amounts in Thousands	Held-to-Maturity							Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value			(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK			BHCK				BHCK				
Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices. ⁴																
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):																
a. Credit card receivables.....	B838		7753826		B839		5879042		B840		8644603		B841		8522421	M.5.a.
b. Home equity lines.....	B842		0		B843		0		B844		295911		B845		197306	M.5.b.
c. Automobile loans.....	B846		45441		B847		45441		B848		4003886		B849		4051600	M.5.c.
d. Other consumer loans.....	B850		1235913		B851		1235913		B852		15000		B853		10970	M.5.d.
e. Commercial and industrial loans	B854		0		B855		0		B856		287428		B857		292461	M.5.e.
f. Other	B858		350228		B859		349563		B860		6663805		B861		6577490	M.5.f.
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):																
a. Trust preferred securities issued by financial institutions	G348		0		G349		0		G350		5853		G351		5853	M.6.a.
b. Trust preferred securities issued by real estate investment trusts	G352		0		G353		0		G354		7764		G355		3349	M.6.b.

- Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
- Exclude investments in mutual funds and other equity securities with readily determinable fair values.
- Report fixed rate debt securities by remaining maturity and floating debt securities by next repricing date.
- The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2008.

Schedule HC-B—Continued

MEMORANDA—Continued

		Held-to-Maturity								Available-for-Sale								
		(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
Dollar Amounts in Thousands		BHCK				BHCK				BHCK				BHCK				
6. c.	Corporate and similar loans.....	G356			0	G357			0	G358			14935	G359			10339	M.6.c.
d.	1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....																	M.6.d.
		G360			0	G361			0	G362			0	G363			0	M.6.d.
e.	1–4 family residential MBS not issued or guaranteed by GSEs.....																	M.6.e.
		G364			0	G365			0	G366			550	G367			181	M.6.e.
f.	Diversified (mixed) pools of structured financial products.....																	M.6.f.
		G368			0	G369			0	G370			2157139	G371			2176976	M.6.f.
g.	Other collateral or reference assets.....	G372			0	G373			0	G374			194332	G375			99244	M.6.g.

Schedule HC-C—Loans and Lease Financing Receivables

Do not deduct the allowance for loan and lease losses from amounts reported in this schedule. Report (1) loans and leases held for sale at the lower of cost or fair value, (2) loans and leases held for investment, net of unearned income, and (3) loans and leases accounted for at fair value under a fair value option. Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) In Domestic Offices				
	BHCK				BHDM				
1. Loans secured by real estate	1410		565359333						1.
a. Construction, land development, and other land loans:					BHCK				
(1) 1–4 family residential construction loans					F158		9086776		1.a.(1)
(2) Other construction loans and all land development and other land loans.....					F159		31831923		1.a.(2)
b. Secured by farmland					BHDM				
c. Secured by 1–4 family residential properties:					1420		1672279		1.b.
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....									
(2) Closed-end loans secured by 1–4 family residential properties:					1797		121769013		1.c.(1)
(a) Secured by first liens									
(b) Secured by junior liens					5367		293291274		1.c.(2)(a)
d. Secured by multifamily (5 or more) residential properties					5368		29382778		1.c.(2)(b)
e. Secured by nonfarm nonresidential properties:					1460		11436716		1.d.
(1) Loans secured by owner-occupied nonfarm nonresidential properties									
(2) Loans secured by other nonfarm nonresidential properties.....					BHCK				
2. Loans to depository institutions and acceptances of other banks					F160		18062524		1.e.(1)
a. To U.S. banks and other U.S. depository institutions					F161		38552463		1.e.(2)
b. To foreign banks					BHDM				
3. Loans to finance agricultural production and other loans to farmers					1288		387650		2.
4. Commercial and industrial loans	1292		352790						2.a.
a. To U.S. addressees (domicile)	1296		3498055						2.b.
b. To non-U.S. addressees (domicile)	1590		1431989		1590		1415787		3.
5. Not applicable							146936901		4.
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)	1763		153250580						4.a.
a. Credit cards	1764		38459729						4.b.
b. Other revolving credit plans.....									
c. Other consumer loans (includes single payment, installment, and all student loans).....									
7. Loans to foreign governments and official institutions (including foreign central banks).....					1975		146862835		6.
8. Not applicable	B538		69377530						6.a.
9. a. Loans for purchasing and carrying securities (secured and unsecured)	B539		25949699						6.b.
b. All other loans.....									
10. Lease financing receivables (net of unearned income).....	2011		69023470						6.c.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)									
b. All other leases.....									
11. LESS: Any unearned income on loans reflected in items 1–9 above	2081		387421		2081		189530		7.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b).....									
	1545		12767796		1545		6953943		9.a.
	1564		42792504		1564		34679744		9.b.
					2165		18120639		10.
	F162		0						10.a.
	F163		18722030						10.b.
	2123		0		2123		0		11.
	2122		1001372926		2122		910632775		12.

Schedule HC-C—Continued

MEMORANDA

Dollar Amounts in Thousands

	BHDM				
1. Loans and leases restructured and in compliance with modified terms (included in Schedule HC-C, above and not reported as past due or nonaccrual in Schedule HC-N, memorandum item 1):					
a. Loans secured by 1–4 family residential properties in domestic offices.....	F576		2673913		M.1.a.
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures).....	BHCK				
	1616		10192		M.1.b.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9, column A, above.....	BHCK				
	2746		7908276		M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)					
	B837		7020701		M.3.
<i>Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a "consolidated basis are credit card specialty holding companies (as defined in the instructions)</i>					
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)	C391		1200389		M.4.
<i>Memorandum item 5 is to be completed by all bank holding companies.</i>					
5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):					
a. Outstanding balance	C779		54990565		M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9.....	C780		42200706		M.5.b.
6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices:					
a. Total carrying amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b)).....	F230		16017049		M.6.a.
<i>Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of December 31, 2008, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>					
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties.....	F231		1527116		M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1–4 family residential properties included in the carrying amount reported in Memorandum item 6.a above	F232		1180518		M.6.c.
7.–8. Not applicable.					
9. Loans secured by 1–4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b)).....	BHDM				
	F577		9273827		M.9.

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Schedule HC-C—Continued

MEMORANDA—Continued

Memorandum items 10 and 11 are to be completed by bank holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) Domestic Offices		
	BHCK			BHDM		
10. Loans measured at fair value:						
a. Loans secured by real estate	F608	36001308				M.10.a.
(1) Construction, land development, and other land loans.....				F578	0	M.10.a.(1)
(2) Secured by farmland (including farm residential and other improvements)				F579	0	M.10.a.(2)
(3) Secured by 1–4 family residential properties:						
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....				F580	405261	M.10.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:						
(i) Secured by first liens.....				F581	32374779	M.10.a.(3)(b)(i)
(ii) Secured by junior liens.....				F582	548	M.10.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties.....				F583	0	M.10.a.(4)
(5) Secured by nonfarm nonresidential properties				F584	415720	M.10.a.(5)
b. Commercial and industrial loans	F585	9237594		F585	5394442	M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):						
(1) Credit cards.....	F586	0		F586	0	M.10.c.(1)
(2) Other revolving credit plans	F587	0		F587	0	M.10.c.(2)
(3) Other consumer loans (includes single payment, installment, and all student loans).....	F588	33136		F588	33136	M.10.c.(3)
d. Other loans	F589	151960		F589	151960	M.10.d.
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):						
a. Loans secured by real estate	F609	37928424				M.11.a.
(1) Construction, land development, and other land loans.....				F590	0	M.11.a.(1)
(2) Secured by farmland (including farm residential and other improvements)				F591	0	M.11.a.(2)
(3) Secured by 1–4 family residential properties:						
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....				F592	410804	M.11.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:						
(i) Secured by first liens.....				F593	31618988	M.11.a.(3)(b)(i)
(ii) Secured by junior liens.....				F594	4667	M.11.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties.....				F595	0	M.11.a.(4)
(5) Secured by nonfarm nonresidential properties				F596	1135965	M.11.a.(5)
b. Commercial and industrial loans	F597	13489235		F597	8881760	M.11.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):						
(1) Credit cards.....	F598	0		F598	0	M.11.c.(1)
(2) Other revolving credit plans	F599	0		F599	0	M.11.c.(2)
(3) Other consumer loans (includes single payment, installment, and all student loans).....	F600	37512		F600	37512	M.11.c.(3)
d. Other loans	F601	206175		F601	206175	M.11.d.

Schedule HC-C—Continued

MEMORANDA—Continued

MEMORANDA—Continued

	(Column A) Fair value of acquired loans and leases at acquisition date				(Column B) Gross contractual amounts receivable at acquisition				(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected				
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				
12. Loans (not subject to the requirements of AICPA Statement of Position 03-3) and leases held for investment that are acquired in business combinations with acquisition dates in the current calendar year:													
a. Loans secured by real estate	G091		24124000		G092		25977000		G093			0	M.12.a.
b. Commercial and industrial loans	G094		32954000		G095		37601000		G096			0	M.12.b.
c. Loans to individuals for household, family, and other personal expenditures	G097		0		G098		0		G099			0	M.12.c.
d. All other loans and all leases	G100		5885000		G101		6402000		G102			0	M.12.d.
Dollar Amounts in Thousands									BHCK				
13. Not applicable.													
14. Pledged loans and leases	G378		314064600										M.14.

Schedule HC-D—Trading Assets and Liabilities

Schedule HC-D is to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more in any of the four preceding quarters.

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) Domestic Offices			
	BHCM				BHCK			
ASSETS								
1. U.S. Treasury securities	3531		14391338		3531		13194781	1.
2. U.S. government agency obligations (exclude mortgage-backed securities)	3532		6136377		3532		6136377	2.
3. Securities issued by states and political subdivisions in the U.S.	3533		6223384		3533		6223339	3.
4. Mortgage-backed securities (MBS):								
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	BHCK				BHDM			
G379			19260275		G379		19260275	4.a.
b. Other residential mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)	G380		6114369		G380		6114331	4.b.
c. All other residential mortgage-backed securities	G381		2138380		G381		919600	4.c.
d. Commercial MBS	G382		5277667		G382		3344025	4.d.
5. Other debt securities								
a. Structured financial products:								
(1) Cash	G383		3353576		G383		1385024	5.a.(1)
(2) Synthetic	G384		266601		G384		266601	5.a.(2)
(3) Hybrid	G385		230157		G385		194357	5.a.(3)
b. All other debt securities	G386		64049253		G386		31972910	5.b.
6. Loans:								
a. Loans secured by real estate	F610		884003					6.a.
(1) Construction, land development, and other land loans					F604		0	6.a.(1)
(2) Secured by farmland (including farm residential and other improvements)					F605		0	6.a.(2)
(3) Secured by 1–4 family residential properties:								
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit					F606		1267	6.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:								
(i) Secured by first liens					F607		114687	6.a.(3)(b)(i)
(ii) Secured by junior liens					F611		14087	6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties					F612		0	6.a.(4)
(5) Secured by nonfarm nonresidential properties					F613		276531	6.a.(5)
b. Commercial and industrial loans	F614		4245512		F614		2928167	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):								
(1) Credit cards	F615		0		F615		0	6.c.(1)
(2) Other revolving credit plans	F616		0		F616		0	6.c.(2)
(3) Other consumer loans (includes single payment, installment, and all student loans)	F617		0		F617		0	6.c.(3)
d. Other loans	F618		2284571		F618		100406	6.d.
7.–8. Not applicable								
	BHCM				BHCK			
9. Other trading assets	3541		41098004		3541		21387648	9.
10. Not applicable								
11. Derivatives with a positive fair value	3543		100819089		3543		62988900	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5)	bhct				BHDM			
	3545		276772556		3545		176823313	12.

Schedule HC-D—Continued

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) Domestic Offices		
	BHCK			BHDM		
LIABILITIES						
13. a. Liability for short positions:						
(1) Equity securities	G209	18377957		G209	9713352	13.a.(1)
(2) Debt securities	G210	31523629		G210	18529796	13.a.(2)
(3) All other assets	G211	20598		G211	144	13.a.(3)
b. All other trading liabilities.....	F624	0		F624	0	13.b.
14. Derivatives with a negative fair value.....	3547	50598798		3547	26026976	14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15).....	bhct					
	3548	100520982		3548	54270268	15.

MEMORANDA

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) Domestic Offices		
	BHCK			BHDM		
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.)						
a. Loans secured by real estate	F790	1613522				M.1.a.
(1) Construction, land development, and other land loans.....				F625	0	M.1.a.(1)
(2) Secured by farmland (including farm residential and other improvements)				F626	0	M.1.a.(2)
(3) Secured by 1–4 family residential properties:						
(a) Revolving, open-end land secured by 1–4 family residential properties and extended under lines of credit				F627	4988	M.1.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:						
(i) Secured by first liens.....				F628	293580	M.1.a.(3)(b)(i)
(ii) Secured by junior liens.....				F629	56163	M.1.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties.....				F630	0	M.1.a.(4)
(5) Secured by nonfarm nonresidential properties				F631	792878	M.1.a.(5)
b. Commercial and industrial loans	F632	9696214		F632	6382954	M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):						
(1) Credit cards.....	F633	0		F633	0	M.1.c.(1)
(2) Other revolving credit plans	F634	0		F634	0	M.1.c.(2)
(3) Other consumer loans (includes single payment, installment, and all student loans).....	F635	0		F635	0	M.1.c.(3)
d. Other loans.....	F636	2355501		F636	169064	M.1.d.
2. Loans measured at fair value that are past due 90 days or more:						
a. Fair value.....	F639	247513		F639	244935	M.2.a.
b. Unpaid principal balance	F640	1084853		F640	1082275	M.2.b.
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):						
a. Trust preferred securities issued by financial institutions	G299	0		G299	0	M.3.a.
b. Trust preferred securities issued by real estate investment trusts						
G332	71			G332	0	M.3.b.
G333	1449620			G333	851211	M.3.c.
c. Corporate and similar loans						
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G334	0		G334	0	M.3.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs ..	G335	418942		G335	35436	M.3.e.
f. Diversified (mixed) pools of structured financial products	G651	746820		G651	418088	M.3.f.
g. Other collateral or reference assets	G652	1234881		G652	541247	M.3.g.

Schedule HC-D—Continued

MEMORANDA (continued)

Dollar Amounts in Thousands					(Column A) Consolidated				(Column B) Domestic Offices				
					BHCK				BHDM				
4. Pledged trading assets:													
a. Pledged securities.....					G387	67680407			G387	36483057			M.4.a.
b. Pledged loans					G388	0			G388	0			M.4.b.

Schedule HC-E—Deposit Liabilities¹

Dollar Amounts in Thousands		BHCB			
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:					
a. Demand deposits	2210		100315555		1.a.
b. NOW, ATS, and other transaction accounts	3187		15180724		1.b.
c. Money market deposit accounts and other savings accounts.....	2389		494845102		1.c.
d. Time deposits of less than \$100,000.....	6648		117883237		1.d.
e. Time deposits of \$100,000 or more.....	2604		143915225		1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:					
	BHOD				
a. Noninterest-bearing balances	3189		2223449		2.a.
b. NOW, ATS, and other transaction accounts	3187		2681378		2.b.
c. Money market deposit accounts and other savings accounts.....	2389		17179202		2.c.
d. Time deposits of less than \$100,000.....	6648		2716432		2.d.
e. Time deposits of \$100,000 or more.....	2604		4048828		2.e.

MEMORANDA

Dollar Amounts in Thousands		BHDM			
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less	A243		7271842		M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year	A164		1806527		M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less	A242		142199331		M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245		46242246		M.4.

1. The sum of items 1.a through 1.e and items 2.a through 2.e must equal the sum of Schedule HC, items 13.a.(1) and 13.a.(2).

Schedule HC-F—Other Assets

Dollar Amounts in Thousands		BHCK			
1. Accrued interest receivable ¹	B556		6919889		1.
2. Net deferred tax assets ²	2148		28861805		2.
3. Interest-only strips receivable (not in the form of a security) ³ on:					
a. Mortgage loans.....	A519		0		3.a.
b. Other financial assets.....	A520		11883		3.b.
4. Equity securities that DO NOT have readily determinable fair values ⁴	1752		28611450		4.
5. Life insurance assets	C009		20518845		5.
6. Other	2168		128053999		6.
	bhct				
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		212977871		7.

1. Include accrued interest receivable on loans, leases, debt securities and other interest-bearing assets.
2. See discussion of deferred income taxes in Glossary entry on "income taxes."
3. Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule HC, item 2.b, or as trading assets in Schedule HC, item 5, as appropriate.
4. Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule HC-G—Other Liabilities

Dollar Amounts in Thousands		BHCK			
1. Not applicable					
2. Net deferred tax liabilities ¹	3049			0	2.
3. Allowance for credit losses on off-balance sheet credit exposures.....	B557			1276977	3.
4. Other	B984			119451536	4.
	bhct				
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20).....	2750			120728513	5.

1. See discussion of deferred income taxes in Glossary entry on "income taxes."

Schedule HC-H—Interest Sensitivity¹

Dollar Amounts in Thousands		BHCK			
1. Earning assets that are repriceable within one year or mature within one year	3197			1021455561	1.
2. Interest-bearing deposit liabilities that reprice within one year or mature within one year included in item 13.a.(2) and 13.b.(2) on Schedule HC, Balance Sheet	3296			321332767	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet.....	3298			133610221	3.
4. Variable rate preferred stock (includes both limited-life and perpetual preferred stock)	3408			2154400	4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year	3409			2388871	5.

1. Bank holding companies with foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such bank holding companies may omit the smallest of their offices in foreign countries when arrayed by total assets provided that the assets of the excluded offices do not exceed 50 percent of the total assets of the bank holding company's assets in foreign countries and 10 percent of the bank holding company's total consolidated assets as of the report date.

Schedule HC-I—Insurance-Related Underwriting Activities (Including Reinsurance)

Schedule HC-I must be completed by all top-tier bank holding companies.
(See instructions for additional information.)

I. Property and Casualty Underwriting

Dollar Amounts in Thousands

	BHCK				
ASSETS					
1. Reinsurance recoverables	B988		104202		1.
2. Total assets	C244		5980672		2.
LIABILITIES					
3. Claims and claims adjustment expense reserves	B990		2264690		3.
4. Unearned premiums	B991		843736		4.
5. Total equity	C245		2559747		5.
6. Net income	C246		135255		6.

II. Life and Health Underwriting

	BHCK				
ASSETS					
1. Reinsurance recoverables	C247		283		1.
2. Separate account assets	B992		0		2.
3. Total assets	C248		296815		3.
LIABILITIES					
4. Policyholder benefits and contractholder funds	B994		24720		4.
5. Separate account liabilities	B996		0		5.
6. Total equity	C249		233606		6.
7. Net income	C250		2987		7.

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands

	BHCK				
ASSETS					
1. Securities	3515		273418960		1.
2. Federal funds sold and securities purchased under agreements to resell	3365		241204258		2.
3. Loans and leases	3516		1026550877		3.
a. Loans secured by 1–4 family residential properties in domestic offices	BHDM				
b. All other loans secured by real estate in domestic offices	3465		428131916		3.a.
c. All other loans in domestic offices	3466		110478547		3.b.
4. a. Trading assets	F724		409871221		3.c.
b. Other earning assets	BHCK				
5. Total consolidated assets	3401		307909385		4.a.
6. Interest-bearing deposits (domestic)	B985		256772354		4.b.
7. Interest-bearing deposits (foreign)	3368		2430230788		5.
8. Federal funds purchased and securities sold under agreements to repurchase					
9. All other borrowed money	3517		645428833		6.
10. Not applicable	3404		80946626		7.
EQUITY CAPITAL	3353		364210034		8.
11. Total equity capital (excludes limited-life preferred stock)	2635		513268979		9.
	3519		242999715		11.

(Report only transactions with nonrelated institutions)

Schedule HC-L—Derivatives and Off-Balance-Sheet Items

Dollar Amounts in Thousands

	BHCK				
1. Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):					
a. Revolving, open-end loans secured by 1–4 family residential properties, e.g., home equity lines.	3814		100257047		1.a.
b. Credit card lines	3815		576246820		1.b.
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1))	3816		15167906		1.c.(1)
(a) 1–4 family residential construction loan commitments	F164		1684965		1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments	F165		13482941		1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate	6550		6480579		1.c.(2)
d. Securities underwriting	3817		0		1.d.
e. Other unused commitments	3818		397520966		1.e.
2. Financial standby letters of credit and foreign office guarantees	6566		100809703		2.
Item 2.a is to be completed by bank holding companies with \$1 billion or more in total assets.¹					
a. Amount of financial standby letters of credit conveyed to others	3820		28944609		2.a.
3. Performance standby letters of credit and foreign office guarantees	6570		8344332		3.
Item 3.a is to be completed by bank holding companies with \$1 billion or more in total assets.¹					
a. Amount of performance standby letters of credit conveyed to others	3822		3652621		3.a.
4. Commercial and similar letters of credit	3411		3052665		4.
5. Not applicable					
6. Securities lent	3433		17416994		6.

7. Credit derivatives:

a. Notional amounts:

	(Column A) Sold Protection				(Column B) Purchased Protection				
	BHCK				BHCK				
(1) Credit default swaps	C968		2620196198		C969		2634742330		7.a.(1)
(2) Total return swaps	C970		20541931		C971		9307202		7.a.(2)
(3) Credit options	C972		6762437		C973		6628786		7.a.(3)
(4) Other credit derivatives	C974		0		C975		0		7.a.(4)

b. Gross fair values:

(1) Gross positive fair value	C219		24444898		C221		204787370		7.b.(1)
(2) Gross negative fair value	C220		197798455		C222		23550967		7.b.(2)

c. Notional amounts by regulatory capital treatment:

(1) Positions covered under the Market Risk Rule:

(a) Sold protection	G401		2645273766						7.c.(1)(a)
(b) Purchased protection	G402		2646478686						7.c.(1)(b)

(2) All other positions:

(a) Sold protection	G403		2226800						7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes	G404		4079631						7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes	G405		120000						7.c.(2)(c)

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2008.

(Report only transactions with nonrelated institutions)

Schedule HC-L—Continued

		Remaining Maturity of:											
		(Column A) One year or less				(Column B) Over One Year Through Five Years				(Column C) Over Five Years			
Dollar Amounts in Thousands		BHCK				BHCK				BHCK			
7. d. Notional amounts by remaining maturity:													
(1) Sold credit protection:													
(a) Investment grade		G406		165887945		G407		1118390423		G408		190831090	7.d.(1)(a)
(b) Subinvestment grade		G409		104848197		G410		516470864		G411		199072047	7.d.(1)(b)
(2) Purchased credit protection:													
(a) Investment grade		G412		163413123		G413		1097391533		G414		567816062	7.d.(2)(a)
(b) Subinvestment grade		G415		101395608		G416		519219030		G417		201442961	7.d.(2)(b)
8. Spot foreign exchange contracts.....													
		BHCK				BHCK				BHCK			
		8765		145404482									
9. All other off-balance sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance sheet items that individually exceed 10% of Schedule HC, item 27.a, "Total bank holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a)													
		3430		160319970									
a. Securities borrowed.....		3432		2662518									
b. Commitments to purchase when-issued securities		3434		0									
c. Commitments to sell when-issued securities		3435		0									
d. TEXT 6561													
		6561		0									
e. TEXT 6562													
		6562		157657452									
f. TEXT 6568													
		6568		0									
g. TEXT 6586													
		6586		0									
10. Not applicable													

Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
Derivatives Position Indicators					
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):					
a. Futures contracts.....	BHCK 8693 1524654946	BHCK 8694 10065593	BHCK 8695 24642291	BHCK 8696 353973238	11.a.
b. Forward contracts.....	BHCK 8697 7560204735	BHCK 8698 1685049152	BHCK 8699 74566754	BHCK 8700 24944895	11.b.
c. Exchange-traded option contracts:					
(1) Written options	BHCK 8701 247312128	BHCK 8702 2000	BHCK 8703 174615024	BHCK 8704 31744770	11.c.(1)
(2) Purchased options	BHCK 8705 227848464	BHCK 8706 140000	BHCK 8707 177708508	BHCK 8708 35827375	11.c.(2)
d. Over-the-counter option contracts:					
(1) Written options	BHCK 8709 2445834113	BHCK 8710 486301068	BHCK 8711 86139070	BHCK 8712 24037193	11.d.(1)
(2) Purchased options	BHCK 8713 2323498131	BHCK 8714 477959676	BHCK 8715 141432139	BHCK 8716 22967692	11.d.(2)
e. Swaps.....	BHCK 3450 49576806891	BHCK 3826 652070746	BHCK 8719 57496265	BHCK 8720 90258143	11.e.
12. Total gross notional amount of derivative contracts held for trading	BHCK A126 63669804206	BHCK A127 3302573003	BHCK 8723 736014602	BHCK 8724 583753306	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading	BHCK 8725 236355202	BHCK 8726 9015232	BHCK 8727 585449	BHCK 8728 0	13.
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value.....	BHCK 8733 1400661024	BHCK 8734 80071812	BHCK 8735 40037563	BHCK 8736 24651219	14.a.(1)
(2) Gross negative fair value	BHCK 8737 1360154689	BHCK 8738 80527365	BHCK 8739 39183111	BHCK 8740 22255090	14.a.(2)
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value.....	BHCK 8741 2453306	BHCK 8742 243746	BHCK 8743 0	BHCK 8744 0	14.b.(1)
(2) Gross negative fair value	BHCK 8745 317776	BHCK 8746 75579	BHCK 8747 135220	BHCK 8748 0	14.b.(2)

Schedule HC-L—Continued

Item 15 is to be completed only by bank holding companies with total assets of \$10 billion or more.¹

	(Column A) Banks and Securities Firms				(Column B) Monoline Financial Guarantors				(Column C) Hedge Funds				(Column D) Sovereign Governments				(Column E) Corporations and All Other Counterparties			
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				BHCK				BHCK			
15. Over-the counter derivatives:																				
a. Net current credit exposure	G418		57280633		G419		9948199		G420		2573993		G421		3791650		G422		87172107	15.a.
b. Fair value of collateral:																				
(1) Cash—U.S. dollar	G423		31717443		G424		19440		G425		5976677		G426		0		G427		14621769	15.b.(1)
(2) Cash—Other currencies	G428		14322723		G429		0		G430		77918		G431		0		G432		2448818	15.b.(2)
(3) U.S. Treasury securities	G433		336076		G434		142592		G435		93252		G436		193		G437		1124049	15.b.(3)
(4) U.S. Government agency and U.S. Government-sponsored agency debt securities	G438		1478909		G439		71372		G440		37856		G441		0		G442		956730	15.b.(4)
(5) Corporate bonds	G443		258700		G444		0		G445		59584		G446		0		G447		1039197	15.b.(5)
(6) Equity securities	G448		153188		G449		0		G450		155226		G451		0		G452		2759790	15.b.(6)
(7) All other collateral	G453		3194265		G454		0		G455		450787		G456		0		G457		2316126	15.b.(7)
(8) Total fair value of collateral (sum of items 15.b.(1) through (7))	G458		51461304		G459		233404		G460		6851300		G461		193		G462		25266479	15.b.(8)

1. The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2008.

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Schedule HC-M—Memoranda

Dollar Amounts in Thousands

		BHCK			
1. Total number of bank holding company common shares outstanding.....		NUMBER (UNROUNDED)			
		3459	8651459122		
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries.....		6555	121142811		
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries.....		6556	252872036		
4. Other assets acquired in satisfaction of debts previously contracted		6557	14613		
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC.....		A288	120376327		
6. Not applicable					
7. Not applicable					
8. Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for yes; enter "0" for no).....		BHCK			
		C251	1		
9. Has the bank holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for yes; enter "0" for no).....		BHCK			
		6689	0		
10. Not applicable					
11. Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y-10)? Bank holding companies must not leave blank or enter "N/A." The bank holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10.....		BHCK			
		6416	1		
TEXT					
6428					
Name of bank holding company official verifying FR Y-10 reporting (Please type or print)		Area Code and Phone Number (TEXT 9009)			
12. Intangible assets other than goodwill:		BHCK			
a. Mortgage servicing assets.....		3164	18857071		
(1) Estimated fair value of mortgage servicing assets.....		6438	18922019		
b. Purchased credit card relationships and nonmortgage servicing assets		B026	4073298		
c. All other identifiable intangible assets		5507	9171342		
		bhct			
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)		0426	32101711		
13. Other real estate owned		2150	1830804		
14. Other borrowed money:		BHCK			
a. Commercial paper		2309	14566680		
b. Other borrowed money with a remaining maturity of one year or less		2332	108795900		
c. Other borrowed money with a remaining maturity of more than one year		2333	344875345		
		bhct			
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)		3190	468237925		
15. Does the holding company sell private label or third-party mutual funds and annuities? (Enter "1" for yes; enter "0" for no)		BHCK			
		B569	1		
16. Assets under management in proprietary mutual funds and annuities		BHCK			
		B570	221420764		

Schedule HC-M—Continued

The following two questions (items 17 and 18) will be used to determine if the reporting bank holding company must complete the Consolidated Bank Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12). See the line item instructions for further details.

17. Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any non-financial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4 (c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)(4)(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K? (Enter "1" for yes; enter "0" for no).....
- | | |
|------|---|
| BHCK | |
| C161 | 1 |
- 17.

If the answer to item 17 is no, your organization does not need to complete the FR Y-12. Skip item 18 and proceed to items 19.a and 19.b below. If the answer to item 17 is yes, proceed to item 18.

18. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of \$100 million (on an acquisition cost basis) or 10 percent of the bank holding company's consolidated Tier 1 capital as of the report date? (Enter "1" for yes; enter "0" for no).....
- | | |
|------|---|
| BHCK | |
| C159 | 1 |
- 18.

If the answer to both item 17 and item 18 is yes, your organization must complete the FR Y-12. Skip items 19.a and 19.b and proceed to item 20 below.

If the answer to either item 17 or item 18 is no, your organization does not need to complete the FR Y-12. Proceed to items 19.a. and 19.b. below.

Items 19.a. and 19.b. are to be completed by all bank holding companies that are not required to file the FR Y-12.

19. a. Has the bank holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period? (Enter "1" for yes; enter "0" for no).....
- | | |
|------|--|
| BHCK | |
| C700 | |
- 19.a.
- b. Does the bank holding company manage any nonfinancial equity investments for the benefit of others? (Enter "1" for yes; enter "0" for no).....
- | | |
|------|--|
| C701 | |
|------|--|
- 19.b.

Memoranda items 20 and 21 are to be completed only by bank holding companies who have made an effective election to become a financial holding company. See the line item instructions for further details.

Dollar Amounts in Thousands		BHCK			
20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:					
a. Net assets	C252		432909191		20.a.
b. Balances due from related institutions:					
(1) Due from the bank holding company (parent company only), gross.....	4832		386656		20.b.(1)
(2) Due from subsidiary banks of the bank holding company, gross.....	4833		50958696		20.b.(2)
(3) Due from nonbank subsidiaries of the bank holding company, gross.....	4834		125887699		20.b.(3)
c. Balances due to related institutions:					
(1) Due to bank holding company (parent company only), gross.....	5041		5938786		20.c.(1)
(2) Due to subsidiary banks of the bank holding company, gross.....	5043		26321168		20.c.(2)
(3) Due to nonbank subsidiaries of the bank holding company, gross.....	5045		153699287		20.c.(3)
d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors.....	5047		4028000		20.d.
21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act.....					
	C253		6276850		21.

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Schedule HC-M—Continued

Memoranda item 22 is to be completed by bank holding companies with total assets of \$30 billion or more.

22. Address (URL) for the reporting bank holding company's web page that displays risk disclosures, including those about credit and market risk. (Example: www.examplebhc.com/riskdisclosures)

TEXT
C497

[http:// WWW.BANKOFAMERICA.COM](http://WWW.BANKOFAMERICA.COM) } INVESTOR

22.

Memoranda items 23 and 24 are to be completed by all bank holding companies.

		Dollar Amounts in Thousands	BHCK			
23. Secured liabilities:						
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a)		F064			0	23.a.
b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d)		F065		116699742		23.b.
24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:						
a. Senior perpetual preferred stock or similar items		G234		40300000		24.a.
b. Warrants to purchase common stock or similar items		G235		4700000		24.b.

Schedule HC-N—Past Due and Nonaccrual Loans, Leases, and Other Assets

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
	BHCK				BHCK				BHCK			
Dollar Amounts in Thousands												
1. Loans secured by real estate:												
a. Construction, land development, and other land loans in domestic offices:												
(1) 1–4 family residential construction loans	F172		225598		F174		184793		F176		3164249	1.a.(1)
(2) Other construction loans and all land development and other land loans	F173		323566		F175		117545		F177		1639588	1.a.(2)
b. Secured by farmland in domestic offices	3493		18202		3494		756		3495		33674	1.b.
c. Secured by 1–4 family residential properties in domestic offices:												
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	5398		1775716		5399		366364		5400		3195175	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:												
(a) Secured by first liens	C236		10233436		C237		7816806		C229		17400945	1.c.(2)(a)
(b) Secured by junior liens	C238		1008894		C239		523625		C230		638587	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499		34012		3500		6605		3501		137363	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:												
(1) Loans secured by owner-occupied nonfarm non-residential properties	F178		1491		F180		11000		F182		54218	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	F179		383409		F181		228430		F183		2407309	1.e.(2)
f. In foreign offices	B572		71069		B573		418782		B574		634028	1.f.
2. Loans to depository institutions and acceptances of other banks:												
a. U.S. banks and other U.S. depository institutions	5377		1178		5378		1120		5379		66721	2.a.
b. Foreign banks	5380		144		5381		76		5382		30748	2.b.
3. Loans to finance agricultural production and other loans to farmers	1594		9600		1597		1510		1583		110488	3.
4. Commercial and industrial loans	1606		1564439		1607		1804063		1608		5065431	4.
5. Loans to individuals for household, family, and other personal expenditures:												
a. Credit cards	B575		2326790		B576		2893888		B577		0	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B578		2382026		B579		1635242		B580		42370	5.b.
6. Loans to foreign governments and official institutions	5389		0		5390		0		5391		0	6.
7. All other loans	5459		219827		5460		19652		5461		323507	7.
8. Lease financing receivables:												
a. Leases to individuals for household, family, and other personal expenditures	F166		0		F167		0		F168		0	8.a.
b. All other leases	F169		78753		F170		34524		F171		103602	8.b.

Amounts reported in Schedule HC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 11 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK				BHCK				BHCK				
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	3505		17534		3506		4753		3507		162165		9.
10. TOTAL (sum of items 1 through 9)	5524		20675684		5525		16069534		5526		35210168		10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government.....	5612		336723		5613		630874		5614		244694		11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above	5615		271225		5616		162793		5617		186194		11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above.....	C866		20532		C867		447475		C868		0		11.b.

MEMORANDA

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK				BHCK				BHCK				
1. Restructured loans and leases included in items 1 through 8 above (and not reported in Schedule HC-C, memoranda item 1)													
a. Loans secured by 1-4 family residential properties in domestic offices.....	F661		130623		F662		0		F663		3893221		M.1.a.
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures).....	1658		310		1659		0		1661		232149		M.1.b.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above.....	6558		125477		6559		6804		6560		225365		M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees	3508		71069		1912		887995		1913		766021		M.3.
4. Not applicable													
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)													
a. Loans and leases held for sale.....	C240		436425		C241		0		C226		5866825		M.5.a.
b. Loans measured at fair value:													
(1) Fair value	F664		0		F665		0		F666		0		M.5.b.(1)
(2) Unpaid principal balance.....	F667		0		F668		0		F669		0		M.5.b.(2)

Schedule HC-N—Continued

MEMORANDA—Continued

Item 6 is to be reported only by bank holding companies with total consolidated assets of \$1 billion or more, or with \$2 billion or more in par/notional amounts of off-balance sheet derivative contracts (as reported in Schedule HC-L, items 11.a through 11.e).

Dollar Amounts in Thousands	BHCK				BHCK			
6. Derivative contracts:								
Fair value of amounts carried as assets	3529		31062		3530		210597	M.6.

Dollar Amounts in Thousands	BHCK			
7. Additions to nonaccrual assets during the quarter	C410		11739594	M.7.
8. Nonaccrual assets sold during the quarter.....	C411		59431	M.8.

Schedule HC-P—1–4 Family Residential Mortgage Banking Activities in Domestic Offices

Schedule HC-P is to be completed by (1) all bank holding companies with \$1 billion or more in total assets¹ and (2) bank holding companies with less than \$1 billion in total assets at which either 1–4 family residential mortgage loan originations and purchases for resale² from all sources, loan sales, or quarter-end loans held for sale in domestic offices exceed \$10 million for two consecutive quarters.

Dollar Amounts in Thousands		BHCK			
1. Retail originations during the quarter of 1–4 family residential mortgage loans for sale: ²					
a. Closed-end first liens.....	F066		47226763	1.a.	
b. Closed-end junior liens.....	F067		7921	1.b.	
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F670		827309	1.c.(1)	
(2) Principal amount funded under the lines of credit.....	F671		469845	1.c.(2)	
2. Wholesale originations and purchases during the quarter of 1–4 family residential mortgage loans for sale: ²					
a. Closed-end first liens.....	BHCK				
	F068		56709326	2.a.	
b. Closed-end junior liens.....	F069		25205	2.b.	
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F672		849803	2.c.(1)	
(2) Principal amount funded under the lines of credit.....	F673		657964	2.c.(2)	
3. 1–4 family residential mortgages sold during the quarter:	BHCK				
a. Closed-end first liens.....	F070		95301795	3.a.	
b. Closed-end junior liens.....	F071		31430	3.b.	
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F674		843711	3.c.(1)	
(2) Principal amount funded under the lines of credit.....	F675		576757	3.c.(2)	
4. 1–4 family residential mortgages held for sale at quarter-end (included in Schedule HC, item 4.a):	BHCK				
a. Closed-end first liens.....	F072		35196435	4.a.	
b. Closed-end junior liens.....	F073		31844	4.b.	
c. Open-end loans extended under lines of credit.....	BHDM				
(1) Total commitment under the lines of credit	F676		1551555	4.c.(1)	
(2) Principal amount funded under the lines of credit.....	F677		1241097	4.c.(2)	
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1–4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i):					
a. Closed-end 1–4 family residential mortgage loans	BHCK				
	F184		2048809	5.a.	
b. Open-end 1–4 family residential mortgage loans extended under lines of credit	BHDM				
	F560		-76260	5.b.	
6. Repurchases and indemnifications of 1–4 family residential mortgage loans during the quarter:					
a. Closed-end first liens.....	F678		545585	6.a.	
b. Closed-end junior liens.....	F679		2196	6.b.	
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit	F680		69873	6.c.(1)	
(2) Principal amount funded under the lines of credit.....	F681		77806	6.c.(2)	

1. The \$1 billion asset size test is generally based on the total assets reported as of **June 30, 2008**.

2. Exclude originations and purchases of 1–4 family residential mortgage loans that are held for investment.

Schedule HC-Q—Assets and Liabilities Measured at Fair Value on a Recurring BasisSchedule HC-Q is to be completed by **all** bank holding companies.

		(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements			
Dollar Amounts in Thousands						BHCK				BHCK				BHCK				BHCK			
ASSETS		bhcy																			
1. Available-for-sale securities	1773	267303719	G474		0	G475	21642414	G476	223878620	G477	21782685										1.
2. Federal funds sold and securities purchased under agreements to resell	BHCK																				2.
3. Loans and leases held for sale	G478	69825979	G479		0	G480		0	G481	69825979	G482		0								3.
4. Loans and leases held for investment	G483	38302296	G484		0	G485		0	G486	30988999	G487	7313297									4.
5. Trading assets:	G488	7188585	G489		0	G490		0	G491		0	G492	7188585								
a. Derivative assets	bhct																				
	3543	100819089	G493	1652083045	G494	4445130	G495	1714170741	G496	34286263											5.a.
b. Other trading assets	BHCK																				
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above)	G497	175953467	G498		0	G499	53794543	G500	96539286	G501	25619638										5.b.
6. All other assets																					
7. Total assets measured at fair value on a recurring basis	F240	475024	F684		0	F692		0	F241	475024	F242		0								5.b.(1)
	G391	67486865	G392	6741269	G395	17183212	G396	31246151	G804	25798771											6.
	G502	726880000	G503	1658824314	G504	97065299	G505	2166649776	G506	121989239											7.
LIABILITIES																					
8. Deposits	F252	1658635	F686		0	F694		0	F253	1658635	F254		0								8.
9. Federal funds purchased and securities sold under agreements to repurchase																					
	G507	48600842	G508		0	G509		0	G510	48600842	G511		0								9.
10. Trading liabilities:	bhct																				
a. Derivative liabilities	3547	50598798	G512	1670543645	G513	2943265	G514	1692898512	G515	25300666											10.a.
b. Other trading liabilities	BHCK																				
11. Other borrowed money	G516	49922184	G517		0	G518	31496792	G519	18066303	G520	359089										10.b.
12. Subordinated notes and debentures	G521	42397470	G522		0	G523		0	G524	37108470	G525	5289000									11.
13. All other liabilities	G526	0	G527		0	G528		0	G529	0	G530	0									12.
14. Total liabilities measured at fair value on a recurring basis	G805	17474561	G806	252538	G807	14438902	G808	949907	G809	2338290											13.
	G531	210652490	G532	1670796183	G533	48878959	G534	1799282669	G535	33287045											14.

Schedule HC-Q—Continued

		(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements				
Dollar Amounts in Thousands		BHCK				BHCK				BHCK				BHCK				BHCK				
Memoranda																						
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25% of item 6):																						
a. Mortgage servicing assets		G536		18534507		G537			0	G538			0	G539			0	G540		18534507	M.1.a.	
b. Nontrading derivative assets		G541			0	G542			0	G543			0	G544			0	G545			0	M.1.b.
c.	<div>BHTX G546</div> SECURITIES RECEIVED AS COLLATERAL	G546		11358000		G547			0	G548		11055000		G549		303000		G550			0	M.1.c.
d.	<div>BHTX G551</div> NON-QUALIFYING SECURITIES	G551		11035635		G552			0	G553		461000		G554		4507294		G555		6067341		M.1.d.
e.	<div>BHTX G556</div> CASH INSTRUMENT HEDGES OF MSAS	G556		23536581		G557			0	G558		5667212		G559		17245827		G560		623542		M.1.e.
f.	<div>BHTX G561</div>	G561			0	G562			0	G563			0	G564			0	G565			0	M.1.f.
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25% of item 13):																						
a. Loan commitments (not accounted for as derivatives)		F261			0	F689			0	F697			0	F262			0	F263			0	M.2.a.
b. Nontrading derivative liabilities		G566			0	G567			0	G568			0	G569			0	G570			0	M.2.b.
c.	<div>BHTX G571</div> OBLIGATION TO RETURN COLLATERAL SECURITIES	G571		11358000		G572			0	G573		11055000		G574		303000		G575			0	M.2.c.
d.	<div>BHTX G576</div>	G576			0	G577			0	G578			0	G579			0	G580			0	M.2.d.
e.	<div>BHTX G581</div>	G581			0	G582			0	G583			0	G584			0	G585			0	M.2.e.
f.	<div>BHTX G586</div>	G586			0	G587			0	G588			0	G589			0	G590			0	M.2.f.

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Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

Dollar Amounts in Thousands

	BHCX				
Tier 1 capital					
1. Total bank holding company equity capital (from Schedule HC, item 27.a)	3210		255152421		1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities ¹ (if a gain, report as a positive value; if a loss, report as a negative value)	BHCK				
	8434		-3074146		2.
3. LESS: Net unrealized loss on available-for-sale equity securities ¹ (report loss as a positive value)	A221		0		3.
4. LESS: Accumulated net gains (losses) on cash flow hedges ¹ (if a gain, report as a positive value; if a loss, report as a negative value)	4336		-7347737		4.
5. LESS: Nonqualifying perpetual preferred stock	B588		0		5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries	G214		0		6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) ²	G215		20130694		6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies	G216		1700000		6.c.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets	B590		91501263		7.a.
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's own creditworthiness (if a net gain, report as a positive value; if a net loss, report as a negative value)	F264		-817000		7.b.
8. Subtotal (sum of items 1, 6.a., 6.b., and 6.c., less items 2, 3, 4, 5, 7.a, and 7.b)	C227		196720735		8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591		1827254		9.a.
b. LESS: Disallowed deferred tax assets	5610		2764000		9.b.
10. Other additions to (deductions from) Tier 1 capital	B592		-1224576		10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274		190904905		11.
Tier 2 capital					
12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements² (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.	G217		43041714		12.
13. Cumulative perpetual preferred stock included in item 5 and Class B noncontrolling (minority) interest not included in 6.b., but includible in Tier 2 capital	G218		0		13.
14. Allowance for loan and lease losses includible in Tier 2 capital	5310		20389102		14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221		279386		15.
16. Other Tier 2 capital components	B594		1347636		16.
17. Tier 2 capital (sum of items 12 through 16)	5311		65057838		17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275		65057838		18.
19. Tier 3 capital allocated for market risk	1395		0		19.
20. LESS: Deductions for total risk-based capital	B595		92932		20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)	3792		255869811		21.
Total assets for leverage ratio	bhct				
22. Average total assets (from Schedule HC-K, item 5)	3368		2430230788		22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590		91501263		23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591		1827254		24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	5610		2764000		25.
26. LESS: Other deductions from assets for leverage capital purposes	BHCK				
	B596		1317507		26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224		2332820764		27.
28.–30. Not applicable					
Capital ratios	BHCK		Percentage		
31. Tier 1 leverage ratio (item 11 divided by item 27)	7204		8.18 %		31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206		11.91 %		32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205		15.96 %		33.

1. Report amount included in Schedule HC, item 26.b, "Accumulated other comprehensive income."

2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, trust preferred securities issued by consolidated special purpose entities, and Class B and Class C noncontrolling (minority) interests that qualify as Tier 1 capital.

Bank holding companies are not required to risk-weight each on-balance sheet asset and the credit equivalent amount of each off-balance sheet item that qualifies for a risk weight of less than 100 percent (50 percent for derivatives) at its lower risk weight. When completing items 34 through 54 of Schedule HC-R, each bank holding company should decide for itself how detailed a risk-weight analysis it wishes to perform. In other words, a bank holding company can choose from among its assets and off-balance sheet items that have a risk weight of less than 100 percent which ones to risk-weight at an appropriate lower risk weight, or it can simply risk-weight some or all of these items at a 100 percent risk weight (50 percent for derivatives).

1. Includes premises and fixed assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, customers' liability on acceptances outstanding, intangible assets, and other assets.

Schedule HC-R—Continued

	(Column A) Face Value or Notional Amount			Credit Conversion Factor	(Column B) Credit Equivalent Amount ¹			(Column C)			(Column D)			(Column E)			(Column F)		
								Allocation by Risk Weight Category											
								0%			20%			50%			100%		
Dollar Amounts in Thousands																			
Derivatives and Off-Balance Sheet Items	BHCK B546				BHCE			BHC0			BHC2			BHC5			BHC9		
44. Financial standby letters of credit.....	100832534			1.00 or 12.5 ²	100832534			2311367			32056440			3751744			62712983	44.	
45. Performance standby letters of credit	bhct 6570																		
45. Performance standby letters of credit	8344332			.50	4172166			114266			1897376			0			2160524	45.	
46. Commercial and similar letters of credit	bhct 3411																		
46. Commercial and similar letters of credit	3052665			.20	610533			4208			214154			0			392171	46.	
47. Risk participations in bankers acceptances acquired by the reporting institution																			
	BHCK 3429																		
	0			1.00	0			0			0						0	47.	
	bhct 3433																		
48. Securities lent.....	17416994			1.00	17416994			17382429			0			0			34565	48.	
49. Retained recourse on small business obligations sold with recourse	bhct A250																		
49. Retained recourse on small business obligations sold with recourse	0			1.00	0			0			0			0			0	49.	
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement.....																			
	BHCK B541																		
	1612238			12.5 ³	10122095												10122095	50.	
51. All other financial assets sold with recourse	BHCK B675																		
51. All other financial assets sold with recourse	190388434			1.00	190388434			89526748			3681045			70048			97110593	51.	
52. All other off-balance sheet liabilities.....	BHCK B681																		
52. All other off-balance sheet liabilities.....	57129798			1.00	57129798			56486175			0			0			643623	52.	
53. Unused commitments:																			
	BHCK 6572																		
	275233720			.50	137616860			543829			20921846			8231760			107919425	53.a.	
53. Unused commitments:																			
	BHCK G591																		
	37008293			.10	3700829			0			510792			0			3190037	53.b.	
54. Derivative contracts.....					BHCE A167														
					373252069			36099456			202971904			134180709				54.	

1. Column A multiplied by credit conversion factor.

2. For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an institution specific factor. For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information.

3. Or institution-specific factor.

Schedule HC-R—Continued

			(Column C)	(Column D)	(Column E)	(Column F)		
			Allocation by Risk Weight Category					
			0%	20%	50%	100%		
Dollar Amounts in Thousands								
Totals								
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54)			BHCK B696	BHCK B697	BHCK B698	BHCK B699		
			561142193	712069061	303101686	1202174015	55.	
56. Risk weight factor			x 0%	x 20%	x 50%	x 100%	56.	
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)			BHCK B700	BHCK B701	BHCK B702	BHCK B703		
			0	142413812	151550843	1202174015	57.	
58. Market risk equivalent assets						BHCK 1651		
						121768538	58.	
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)						BHCK B704		
						1617907208	59.	
60. LESS: Excess allowance for loan and lease losses						BHCK A222		
						14672748	60.	
61. LESS: Allocated transfer risk reserve						BHCK 3128		
						0	61.	
62. Total risk-weighted assets (item 59 minus items 60 and 61)						BHCK A223		
						1603234460	62.	

Schedule HC-R—Continued

MEMORANDA

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Dollar Amounts in Thousands										BHCK																		
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards.....										8764	153724032				M.1.													
										With a remaining maturity of																		
										(Column A) One year or less			(Column B) Over one year through five years			(Column C) Over five years												
Dollar Amounts in Thousands										BHCK					BHCK					BHCK								
2. Notional principal amounts of derivative contracts: ¹																												
a. Interest rate contracts.....										3809		18850681268				8766		13856630801				8767		11610964619				M.2.a.
b. Foreign exchange contracts.....										3812		1907396332				8769		555659490				8770		213989743				M.2.b.
c. Gold contracts.....										8771		218152				8772		184755				8773		0				M.2.c.
d. Other precious metals contracts.....										8774		73503				8775		9278				8776		0				M.2.d.
e. Other commodity contracts.....										8777		91208202				8778		45908122				8779		572326				M.2.e.
f. Equity derivative contracts.....										A000		96518146				A001		138088402				A002		37588474				M.2.f.
g. Credit derivative contracts:																												
Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:																												
(1) Investment grade.....										G597		163132853				G598		1100174974				G599		566219591				M.2.g.(1)
(2) Subinvestment grade.....										G600		101104321				G601		517349824				G602		198617124				M.2.g.(2)
										Dollar Amounts in Thousands																		
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:										BHCK																		
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC).....										5479														57896074				M.3.a.
b. Not applicable.																												
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 27.b).....										C498														102500				M.3.c.
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 27.b).....										A507														1779601				M.3.d.
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 26.c).....										2771														0				M.4.
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c):																												
a. In the form of perpetual preferred stock.....										5483														0				M.5.a.
b. In the form of common stock.....										5484														0				M.5.b.

1. Exclude foreign exchange contracts with an original maturity of 14 days or less and all future contracts.

Schedule HC-R—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands		BHCK				
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)		F031		84632838		M.6.
7. Not applicable						
8. Restricted core capital elements included in Tier 1 capital:						
a. Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b)		G219		0		M.8.a
b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b)		G220		451389		M.8.b.
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a)		5990		764200		M.8.c.
d. Qualifying trust preferred securities² (included in Schedule HC, item 19.b)		C502		18248593		M.8.d.
9. Goodwill net of any associated deferred tax liability		G221		85897915		M.9.
10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability).....		BHCK	Percentage			
		G222		9.66	%	M.10.

2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, and trust preferred securities issued by consolidated special purpose entities, that qualify as Tier 1 capital.

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Schedule HC-S—Servicing, Securitization, and Asset Sale Activities

							C000
(Column A) 1-4 Family Residential Loans							(Column B) Home Equity Lines
(Column C) Credit Card Receivables							(Column D) Auto Loans
(Column E) Other Consumer Loans							(Column F) Commercial and Industrial Loans
(Column G) All Other Loans, All Leases, and All Other Assets							
Dollar Amounts in Thousands							
Securitization Activities							
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements.....							
BHCK B705							BHCK B706
513325223							20057164
BHCK B707							BHCK B708
100437634							4129146
BHCK B709							BHCK B710
489601							3140387
BHCK B711							
56988180							
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:							
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F)							
BHCK B712							BHCK B713
0							0
BHCK B714							BHCK B715
11883							0
BHCK B716							BHCK B717
0							0
BHCK B718							
0							
b. Subordinated securities and other residual interests							
BHCK C393							BHCK C394
17578							83720
BHCK C395							BHCK C396
13923790							330379
BHCK C397							BHCK C398
0							15465
BHCK C399							
920573							
c. Standby letters of credit and other enhancements.....							
BHCK C400							BHCK C401
355608							154757
BHCK C402							BHCK C403
0							0
BHCK C404							BHCK C405
15559							0
BHCK C406							
958							
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1							
BHCK B726							BHCK B727
0							0
BHCK B728							BHCK B729
946000							0
BHCK B730							BHCK B731
0							0
BHCK B732							
36455							
4. Past due loan amounts included in item 1:							
a. 30-89 days past due.....							
BHCK B733							BHCK B734
38684356							988029
BHCK B735							BHCK B736
3485221							83496
BHCK B737							BHCK B738
7717							0
BHCK B739							
1522677							
b. 90 days or more past due.....							
BHCK B740							BHCK B741
142912246							3913524
BHCK B742							BHCK B743
4263158							8156
BHCK B744							BHCK B745
3136							0
BHCK B746							
1318200							
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):							
a. Charge-offs.....							
BHCK B747							BHCK B748
3017822							-6488
BHCK B749							BHCK B750
5325463							53239
BHCK B751							BHCK B752
7251							0
BHCK B753							
0							
b. Recoveries							
BHCK B754							BHCK B755
7514							0
BHCK B756							BHCK B757
161156							19634
BHCK B758							BHCK B759
0							0
BHCK B760							
0							

Schedule HC-S—Continued

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	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Dollar Amounts in Thousands								
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in HC-B)		BHCK B761 0	BHCK B762 0			BHCK B763 15465		6.a.
b. Loans (included in HC-C)		BHCK B500 36938	BHCK B501 9699765			BHCK B502 0		6.b.
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30-89 days past due		BHCK B764 0	BHCK B765 0			BHCK B766 0		7.a.
b. 90 days or more past due		BHCK B767 0	BHCK B768 0			BHCK B769 0		7.b.
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):								
a. Charge-offs		BHCK B770 0	BHCK B771 0			BHCK B772 0		8.a.
b. Recoveries		BHCK B773 0	BHCK B774 0			BHCK B775 0		8.b.
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements								
	BHCK B776 0	BHCK B777 0	BHCK B778 0	BHCK B779 2004	BHCK B780 0	BHCK B781 0	BHCK B782 0	9.
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures								
	BHCK B783 0	BHCK B784 0	BHCK B785 0	BHCK B786 0	BHCK B787 0	BHCK B788 0	BHCK B789 0	10.
Asset Sales								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized								
	BHCK B790 711286	BHCK B791 0	BHCK B792 0	BHCK B793 0	BHCK B794 0	BHCK B795 3127	BHCK B796 0	11.
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11								
	BHCK B797 711286	BHCK B798 0	BHCK B799 0	BHCK B800 0	BHCK B801 0	BHCK B802 3127	BHCK B803 0	12.

Schedule HC-S—Continued

MEMORANDA

		Dollar Amounts in Thousands			
		BHCK			
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:					
a. Outstanding principal balance	A249			0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date	A250			0	M.1.b.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):					
a. 1–4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804		25963349		M.2.a.
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805		1691369929		M.2.b.
c. Other financial assets ¹	A591		243254070		M.2.c.
d. 1–4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)	F699		86100455		M.2.d.
3. Asset-backed commercial paper conduits:					
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:					
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B806		3244618		M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions	B807		0		M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:					
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B808		55091987		M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions	B809		0		M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) ²	C407		1590525		M.4.

1. Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.

2. Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

Notes to the Balance Sheet—Predecessor Financial Items

For bank holding companies involved in a business combination(s) during the quarter, provide on the lines below quarterly average information for any acquired company(ies) with aggregated assets of \$10 billion or more or 5 percent of the reporting bank holding company's total consolidated assets as of the previous quarter-end, whichever is less.

		Dollar Amounts in Thousands	BHBC					
1.	Average loans and leases (net of unearned income).....		3516				0	1.
2.	Average earning assets		3402				0	2.
3.	Average total consolidated assets		3368				0	3.
4.	Average equity capital.....		3519				0	4.

Notes to the Balance Sheet—Other

Enter in the lines provided below any additional information on specific line items on the balance sheet or its supporting schedules that the bank holding company wishes to explain, that has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). Also include any transactions which previously would have appeared as footnotes to Schedules HC through HC-S.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A bank holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$750 thousand and that amount has increased the bank holding company's long-term unsecured debt by a material amount. The bank holding company has disclosed that change to its stockholders and to the SEC. Enter on the line item below the following information:

TEXT	BHCK			
0000 Sch. HC, item 16, New loan to holding company's ESOP guaranteed by bank holding company				
	0000			750

Notes to the Balance Sheet—Other

		Dollar Amounts in Thousands	BHCK					
1.		Amount of excess restricted core capital elements included in Schedule HC-R, item 10.						1.
			G914				0	
2.	5357	PREFERRED STOCK CONVERTED TO 1MM SHARES OF COMMON STOCK TO ADDRESS SUPERV ISORY CAPITAL ASSESSMENT PROGRAM CAPITAL BUFFER REQUIREMENTS						
			5357				14796269	2.
3.	5358	1.25MM SHARES OF COMMON STOCK ISSUED TO ADDRESS SUPERVISORY CAPITAL ASSES SMENT PROGRAM CAPITAL BUFFER REQUIREMENTS						
			5358				13408421	3.
4.	5359							
			5359				0	4.
5.	5360							
			5360				0	5.
6.	B027							
			B027				0	6.

Notes to the Balance Sheet—Other, Continued

TEXT		Dollar Amounts in Thousands	BHCK				
7.	B028						
			B028			0	7.
8.	B029						
			B029			0	8.
9.	B030						
			B030			0	9.
10.	B031						
			B031			0	10.
11.	B032						
			B032			0	11.
12.	B033						
			B033			0	12.
13.	B034						
			B034			0	13.
14.	B035						
			B035			0	14.
15.	B036						
			B036			0	15.
16.	B037						
			B037			0	16.
17.	B038						
			B038			0	17.
18.	B039						
			B039			0	18.
19.	B040						
			B040			0	19.
20.	B041						
			B041			0	20.